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मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(ऑयल एण्ड नेचुरल गैस कॉर्पोरेशन लिमिटेड की सहायक कंपनी) • (A Subsidiary of Oil and Natural Gas Corporation Limited)
एल.जी.एफ., मर्कन्टाइल हाऊस, 15, के.जी. मार्ग, नई दिल्ली - 110 001 • LGF, Mercantile House, 15, K.G. Marg, New Delhi - 110 001
दूरभाष Ph. : +91 11 23463100, फैक्स Fax: +91 11 23463201, वेबसाइट Website : <http://www.mrpl.co.in>
(AN ISO 9001 and 14001 Certified Company • CIN : L85110KA1988GOI008959)

July 8, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001
Email: corp.relations@bseindia.com
Scrip Code No.: 500109

National Stock Exchange of India Limited
"Exchange Plaza" Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Email: cmist@nse.co.in
Symbol: MRPL, Series: EQ

Dear Sir,

Sub: Intimation of business transacted at the Board Meeting held on July 08, 2015

Re: Clause 36 of Equity Listing Agreement

Pursuant to Clause 36 of the Equity Listing Agreement executed with your stock exchange, and further to our earlier communication dated May 22, 2015, please note that the Empowered Committee of Directors of the Company ("ECOD") had made certain recommendations to the Audit Committee and the Audit Committee has submitted its recommendations to the Board of Directors of the Company ("Board") in regard to the integration/restructuring of the Company, ONGC Mangalore Petrochemicals Limited ("OMPL") and their respective businesses.

Based on such recommendations and after taking into account the advice received from independent consultants, the Board of Directors of the Company ("Board") has approved a Scheme of Amalgamation between the Company, OMPL and their respective shareholders and creditors for the amalgamation of OMPL into and with the Company in terms of Section 391-394 of Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and Companies Act, 2013 ("Scheme") at the meeting of the Board held today.

1. Details of the Entities:

The Company is a Government Company and a Mini Ratna category 1 public sector undertaking, and is classified as a Schedule 'A' central public sector enterprise by the Department of Public Enterprises. OMPL is a subsidiary of the Company, wherein the Company holds [51]% and Oil and Natural Gas Corporation Limited ("ONGC"), the parent of the Company, holds [49]% of the issued, subscribed and paid-up share capital. This being a transaction between related parties is being undertaken on arms' length basis.

2. Area of business of the entities:

The Company is primarily engaged in operating an oil refinery located in Mangalore for processing of crudes and manufacture of petrochemicals, and OMPL is primarily engaged in developing and operating a green field petrochemical project consisting of an aromatic complex situated in Mangalore Special Economic Zone for production of Para-xylene and Benzene.

3. Rationale for the Scheme:

- (i) Operation of the aromatic plant being integrated with the refinery will provide higher returns for stakeholders, adding value to refinery product streams and flexibility to refinery to optimize its GRM;
- (ii) Optimal utilization of the plants of OMPL and the Company, which will maximize combined margins of refinery and petrochemicals in tune with market dynamics;
- (iii) Optimal utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the companies, better administration, and cost reduction, including reduction in managerial, administrative and other common costs; and
- (iv) Better alignment, coordination and streamlining of day to day operations of both the companies, leading to improvement in overall working culture and environment and value addition to the entire group.

4. Salient features of the Scheme:

- (i) The Appointed Date for the amalgamation is April 01, 2014;
- (ii) Share exchange ratio of 100:513, i.e. the Company shall issue 100 fully paid-up equity shares of Rs. 10 each, to the shareholders of OMPL for every 513 fully paid-up equity shares of Rs. 10 each held by such shareholders in OMPL;
- (iii) No shares will be allotted to the Company (in its capacity as a shareholders of OMPL) as part of the amalgamation;
- (iv) The Scheme, as finalized, will be filed with the Stock Exchanges in due course as per the requirements of the Equity Listing Agreement;
- (v) The Scheme being a scheme between two government companies will have to be approved by *inter alia* Ministry of Corporate Affairs, Government of India.

5. Change in shareholding pattern of the Company:

Based on the share exchange ratio of 100:513, fully paid up equity shares of the Company will be allotted to the shareholders of OMPL. The tentative (Pre & Post Amalgamation) shareholding pattern of the Company is as follows:

<i>Shareholders</i>	<i>Pre Shareholding %</i>	<i>Post Shareholding %</i>
ONGC	71.63	74.26
HPCL	16.96	15.38
Public	11.41	10.36
Total	100.00	100.00

This is for your information and record.

Thanking you,

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited


Dinesh Mishra
 Company Secretary